

BYLAWS

OF THE

SACRAMENTO REGIONAL

DISASTER MEDICAL ASSISTANCE TEAM

CA-11

A Non-Profit Charitable California Corporation

Amended Version, 12/02

**BYLAWS
OF THE
Sacramento Regional
Disaster Medical Assistance Team CA-11
A Non-Profit California Charitable Corporation**

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ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation is located in Sacramento County, State of California. Whenever the words "Corporation" or "Team" are used in this document they shall refer to the Sacramento Regional Disaster Medical Assistance Team.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

____ Sacramento County, California ____	Dated: <u>12/19</u> , 2002
_____	Dated: _____, 20__
_____	Dated: _____, 20__

SECTION 3. OTHER OFFICES

The Corporation may also have offices at such other places, within or without the state, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2. NON-PROFIT PURPOSES

SECTION 1. SPECIFIC PURPOSES

The primary purpose of this Corporation is to provide volunteer emergency medical care when called upon in disaster situations. In addition, the Corporation provides training in field medical care and support functions.

SECTION 2. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

(a) LIMITATIONS ON ACTIVITIES

This Corporation is a non-profit Corporation and is not organized for the private gain of any person. It is organized under ~~the~~ California law. The primary purpose of this Corporation is to provide volunteer emergency medical care when called upon in disaster situations. In addition, the

Corporation provides training in field medical care and support functions.

This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Notwithstanding any other provision of these Bylaws, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation will not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(b) PROHIBITION AGAINST PRIVATE INURNMENT

This Corporation's assets are irrevocably dedicated to charitable and educational purposes. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, provide awards for services rendered and donations of exceptional merit and to make payments and distributions in furtherance of the purposes of this Corporation.

(c) DISTRIBUTION OF ASSETS

Unless otherwise designated by the original donor, upon the dissolution and closing of this Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or other exempt purposes and which has established its tax-

exempt status under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. Notwithstanding the above, any assets that were provided to this Corporation by federal or State government agencies will be returned to those agencies upon the dissolution of this Corporation and the Team, if those government agencies are willing to take delivery of those assets, and pay the shipping charges for them.

ARTICLE 3. DIRECTORS

SECTION 1. NUMBER

The Corporation shall have nine (9) directors and collectively they shall be known as the Board of Directors. No person may hold more than one (1) director position, exclusive of the non-elected advisory position of Signatory Sponsor Representative. Each director shall have only one (1) vote on the Board of Directors, even if serving in more than one position.

SECTION 2. DESIGNATION OF DIRECTORS

All nine (9) board seats shall be reserved for the Officers of the Corporation. The Officers of the Corporation shall be the President, Unit Commander (with qualifying medical experience), Vice President, Secretary, Treasurer(Finance Chief), Administrative Officer, Plans Chief, Operations Chief, Logistics Chief. The Unit Commander shall be the Chief Executive Officer of the Corporation.

The Board of Directors shall also appoint the Public Information Officer, Membership Officer, Safety Officer, and Training Officer, one or more Assistant Secretaries, Assistant Treasurers, and other such Officers with such titles as may be determined from time to time by the Board of Directors. These officers shall be advisory only and shall not have voting privileges on the Board.

Signatory Sponsor Representative(s) may sit on the Board in an advisory capacity and shall not have voting privileges on the Board.

SECTION 3. QUALIFICATIONS

Any voting Member in good standing may serve as a director of this Corporation, subject to his/her demonstration that he/she

meets the qualifications for an Officer of this Corporation as described below:

(a) All directors must meet position requirements set by the NDMS or these Bylaws, and be capable of executing the duties of the position if specified by the National Disaster Medical System. The Board of Directors shall determine whether director candidates meet these requirements. The Secretary shall submit the names and qualifications of all duly-elected directors to the CA-11 Administrative Officer, for transmittal to the National Disaster Medical System (NDMS) for position approval. Should a deployable director's qualifications be rejected by the National Disaster Medical System, that director must vacate his or her elected position.

(b) The Unit Commander, Plans Chief, Operations Chief, Logistics Chief, Training Officer and Safety Officer must be Deployable Members as specified by these Bylaws.

SECTION 4. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the voting members of the Corporation ("Members" and individually a "Member"), if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 5. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all members, agents and employees of the Corporation;

(c) Supervise all members, agents and employees of the Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses, telephone numbers and e-mail addresses with the Secretary, and notices of meetings transmitted to them as such shall be valid notices thereof.

SECTION 6. TERM OF OFFICE

All directors shall hold office for a term of 2 years and until his or her successor is elected and qualified. A director may serve a total of two (2) consecutive terms in the same capacity on the Board of Directors.

SECTION 7. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Directors involved in the process of an active call out shall be compensated as per National Disaster Medical System policy.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at a site selected by the Board of Directors at least one week prior to the selected meeting date.

SECTION 9. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at least bi-monthly, at the principal office of the Corporation or at a date, time and location agreed upon by a majority of the Board of Directors no later than one week prior to the scheduled meeting. Meetings are open to all members with the exception of meetings or portions of meetings to discuss disciplinary, national security, or personnel related issues.

Before discussing disciplinary, national security or personnel related issues, the President or Unit Commander may declare that the Board is meeting in Executive Session, and all people who are not CA-11 Directors, or the invited guests of the CA-11 President or Unit Commander, shall be asked to leave the room. When the discussion of disciplinary, national security or personnel related issues ends, the President or Unit Commander may declare that the Board's Executive Session has ended, and the regular Board session has resumed. The Secretary, or another Board member if the Secretary is not available, shall take notes during these Executive Sessions, subject to the direction of the CA-11 President.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or Unit Commander of the Corporation. In the absence of both of these Officers, the Vice President of the Corporation may also call a special meeting of the Board of Directors. If the President, Unit Commander, and Vice President are all absent from the greater Sacramento area, or from the area to which CA-11 DMAT has been deployed, then any two other directors may call a special meeting of the Board of Directors. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided for by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) REGULAR MEETINGS

Notice of regular meetings shall be announced no later than four (4) weeks prior to the scheduled meeting. These notices may be given in the form of an announcement at a previous Board meeting, or a posting on the Team's Web site, or e-mail messages from a Director.

(b) SPECIAL MEETINGS

At least one week's prior notice shall be given by the Secretary, President, or Unit Commander to each director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by voice mail, by e-mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of voice mail, e-mail or facsimile notification, the director to be contacted shall be requested to acknowledge personal receipt of the notice by a return message within twenty-four hours of the first voice mail, e-mail or facsimile transmission.

(c) WAIVER OF NOTICE

Whenever any notice of a meeting is required to be given to any director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of at least fifty-one percent (51%) of the sitting directors. If there are, for example, two vacant Board positions, then there would be seven sitting Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the President/Chairperson shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD OF DIRECTORS ACTION

Every act or decision done or made by a majority of the authorized number of directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by either the President or Unit Commander. In the absence of the President from a Board meeting that would normally be presided over by the President, the Vice President shall preside over that meeting. In the absence of the Unit Commander from a Board meeting that would normally be presided over by the Unit Commander, the Chief Deputy Unit Commander shall preside over that meeting. In the absence of these officers, the Board meeting shall be presided over by a person chosen by a majority of the directors present at the meeting.

The Officer who will preside at an upcoming Board meeting shall send to each Board member an agenda for that Board meeting at least 48 hours before the scheduled start of that meeting.

The Secretary shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding Officer shall appoint another person to act as secretary of the meeting. The Officer presiding over a Board meeting shall set the agenda for that Board meeting, with input from the other Board members. Any presiding officer at a Board meeting may temporarily turn over the conduct of that Board meeting to another Officer, and the presiding officer may retake control of the Board meeting from the officer he or she appointed to conduct the meeting at any time.

Meetings shall be conducted in a manner that does not conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. Unless agreed to by all the Directors present, the conduct of the Board meetings shall be guided by an abridged version of Roberts Rules of Order, or by another similar set of rules of order agreed to by the Board.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, or (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice, or oral notice as witnessed by a least two other directors to the President, the Vice President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director in charge of its affairs.

A director may be removed from office, with or without cause, by a two thirds majority vote of the voting Members in good standing at a meeting duly noticed according to the provisions of these Bylaws at which a quorum is present. A notice will be sent by a voting member in good standing, at least ten days before such a General Meeting of the membership, to all the voting members, indicating that an attempt to remove a specified director or directors will be made at the meeting in which such an attempt to remove will be made. For purposes of these Bylaws, a voting member in good standing is a Member who has paid the required dues, if any, in accordance with these Bylaws and who is not suspended or terminated from active status on the DMAT Team.

In addition, a director may be removed from office by a vote of the majority of the Board of Directors, at a meeting duly noticed at which a quorum is present, excluding the vote of the director in question, after a determination by the Board, that such director fails to maintain the qualifications for the

Office of this Corporation for which he or she qualified as a director, or else has consistently failed to effectively perform some or all of the duties of his or her office, as set forth in these Bylaws. A majority of total sitting Directors, not Directors present, and excluding the Director in question, is required to remove a Director from office.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board of Directors may be filled by approval of the Board of Directors. An exception to this rule is when the President's position becomes vacant. In that case, the Vice President shall automatically become the President if he or she had been elected to his or her office by a vote of the general membership. If the Vice President had been elected to his or her office by a vote of the Board of Directors, then the Vice President shall automatically become Acting President, and shall serve as both Vice President and Acting President until the Board selects someone to fill the vacant President's position.

In the absence of the Unit Commander, or in the event of his or her resignation, removal from office, or inability or refusal to perform the duties of Unit Commander, the Chief Deputy Unit Commander shall perform all the duties of the Unit Commander, until the Unit Commander is no longer absent, or until the Board of Directors is able to elect a new Unit Commander.

If the number of directors then in office is less than a quorum, a vacancy on the Board of Directors may be filled by approval of a majority of the directors then in office or by a sole remaining Director Officer. A person elected to fill a vacancy on the Board of Directors shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. FINANCIAL ACCOUNTABILITY

A newly-elected Board of Directors shall select a committee of three Team members or non-member professionals who support the Team to audit the financial records of the previous administration. An audit of the Team's financial records shall also be conducted after a Treasurer resigns. At least one member of the Audit Committee shall be a past or current Board member. The outgoing Treasurer must make himself or herself available to the Audit Committee, and the audit must be completed within sixty days of the installation of the new officers or within 60 days of the resignation of the Treasurer.

SECTION 17. NON-LIABILITY OF DIRECTORS AND OFFICERS

The directors and Officers of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors in their capacities as directors and as officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, an Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4. DUTIES OF OFFICERS

SECTION 1. DUTIES OF THE UNIT COMMANDER

The Unit Commander shall:

- ? Be in charge of and responsible for the activities of the Sacramento Regional DMAT team as an operating unit on all levels to achieve and maintain active duty readiness. The Unit Commander shall be the Chief Executive Officer of the Corporation. He or she, or his or her designated Deputy Unit Commander, shall have general supervisory oversight over the activities of all deployed members of the Sacramento Regional DMAT while they are on State or federal deployment.
- ? In the name of the Corporation, and co-signed by the Treasurer or President, execute such deeds, mortgages,

bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He/she shall sign checks with the Treasurer or President unless both are members of the same immediate family or household.

- ? Oversee and approve all training programs, policies and procedures, Quality Improvement programs, and any other performance evaluation projects or tools.
- ? Participate in quarterly California Commanders' Meetings and quarterly NDMS Commanders' Conference Calls. From time to time, he or she may designate a Deputy Unit Commander or the President to represent the Team at these meetings or conference calls.
- ? Serve on and advise the Board of Directors and the Deployment Committee as to the needs of the team.
- ? Preside at the meetings of the membership and of the Deployment Committee and at the Board meetings that are focused on deployment issues.

SECTION 2. DUTIES OF THE PRESIDENT

The President shall be the Co-chairperson of the Board of Directors of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the corporate affairs of the Corporation and the corporate activities of certain Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors or the National Disaster Medical System.

The President shall directly supervise the following Corporate Officers: The Vice President, the Secretary, the Treasurer, and the Sergeant-at-Arms (if any).

The President shall preside at those meetings of the Board of Directors that are focused on corporate issues. He or she shall also preside at all meetings of the Corporate Committee. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, and co-signed by the Treasurer or Unit Commander, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He/she shall sign checks

with the Treasurer or Unit Commander unless both are members of the same immediate family or household.

SECTION 3. DUTIES OF THE VICE PRESIDENT

In the prolonged absence of the President, or in the event of his or her resignation, removal from office, or inability or refusal to perform the duties of President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. Subject to the appointment of the Board of Directors, the Vice President may also serve as Chairperson of the Bylaws Committee, and shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors or the National Disaster Medical System.

If the office of President shall become vacant, the Vice President shall become either the Acting President or President, per Art. 3, Sec. 15 of these Bylaws.

SECTION 4. DUTIES OF THE SECRETARY

The Secretary shall:

- ? Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- ? Take notes during all Board of Directors and Executive Committee meetings, or arrange for someone else to take such notes, and then write the draft meeting minutes, based on those notes.
- ? Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Officers, and, if applicable, meetings of committees of Officers and of Members, recording therein the time and place of holding, whether regular or special, the names of those present at the meeting, and a summary of the proceedings thereof.
- ? See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- ? Be custodian of the records and of the seal of the Corporation, if any and affix the seal, if any, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
- ? Exhibit at all reasonable times to the Board of Directors, or to its agent or attorney, on request therefore, the Bylaws,

the membership list, and the minutes of the proceedings of the Board of Directors of the Corporation.

SECTION 5. DUTIES OF THE TREASURER

The Treasurer shall be the Chief Financial Officer of the Corporation, and shall:

- ? Provide all financial functions for the operation of the Corporation while the Team is not on deployment.
- ? Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- ? Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- ? Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, with the co-signature of either the President, Vice President, or Unit Commander, taking proper vouchers for such disbursements.
- ? Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- ? Exhibit at all reasonable times the books of account and financial records to any Officer of the Corporation, or to his or her agent or attorney, on request therefore.
- ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account of any or all of his or her transactions as Finance Officer and of the financial condition of the Corporation.
- ? Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- ? In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or the National Disaster Medical System.
- ? Prepare and submit tax returns as required and in the time frames required.
- ? Prepare financial records and statements for the Corporation and participate in the annual audit.

SECTION 6. DUTIES OF THE PLANS CHIEF

The Plans Chief shall:

- ? Assess, plan, track, analyze and document activities of the Corporation during all activations, deployments, and returns.
- ? Maintain the Corporation's planning documents and procedures in a state of readiness and capability consistent with the purpose of the Corporation.
- ? Act as Chairperson of the Plans Committee.
- ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account and records of the planning readiness condition of the Corporation.
- ? In general, perform all duties incident to the office of Plans Chief and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Unit Commander, Board of Directors or the National Disaster Medical System.

SECTION 7. DUTIES OF THE OPERATIONS CHIEF

The Operations Chief shall:

- ? Manage all facets of direct medical care and treatment of victims during a mission assignment.
- ? Maintain the Corporation's operational protocols in a state of readiness and capability consistent with the purpose of the Corporation, and ensure that the Members are trained and capable of executing the Corporations operational protocols.
- ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account and records of the operational readiness condition of the Corporation.
- ? In general, perform all duties incident to the office of Operations Chief and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Unit Commander, Board of Directors or the National Disaster Medical System.

SECTION 8. DUTIES OF THE LOGISTICS CHIEF

The Logistics Chief shall:

- ? Plan, direct, control and manage equipment and supply operations for the Corporation during inactive periods,

following activation, during deployment, and return to home base.

- ? Keep and maintain adequate and correct accounts of the Corporation's inventory.
- ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account and records of the equipment readiness condition of the Corporation.
- ? In general, perform all duties incident to the office of Logistics Chief and such other duties as may be required by law, by the Articles of Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Unit Commander, Board of Directors or the National Disaster Medical System.

SECTION 9. DUTIES OF THE ADMINISTRATIVE OFFICER

The Administrative Officer shall:

- ? Provide all administrative functions for the operation of the Corporation while on deployment.
- ? Oversee the review and filing of all membership applications with NDMS.
- ? Maintain, or designate another Team member to maintain, the following:
 - ? Records that medical members of the Team have current licenses to practice in case of deployment.
 - ? Immunization records, per NDMS regulations.
 - ? Records of deployable personnel's physical readiness for deployment.
 - ? Complete and current contact information for all deployable members.
 - ? Personnel records of all deployable Team members.
- ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account and records of the administrative readiness condition of the Corporation.
- ? In general, perform all duties incident to the office of Administrative Officer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or the National Disaster Medical System.

SECTION 10. DUTIES OF THE SAFETY OFFICER

The Safety Officer shall:

- ? Anticipate, identify and assess hazardous and unsafe conditions, and develop measures to reduce risks in order to enhance safety and accountability of the Members of the Corporation.
- ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account and records of the safety readiness condition of the Corporation.
- ? In general, perform all duties incident to the office of Safety Officer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or the National Disaster Medical System.

SECTION 11. DUTIES OF THE TRAINING OFFICER

The Training Officer shall:

- ? Provide for the training of Members of the Corporation in accordance with the standards set by the Unit Commander, Board of Directors and the National Disaster Medical System.
- ? Keep and maintain adequate and correct accounts of the training records of the Members of the Corporation. Provide copies of such documents to the Membership Officer for inclusion in member personnel files and for general record keeping purposes.
- ? Render to the President and Officers, whenever requested, an account and records of the training readiness condition of the Members of the Corporation.
- ? Participate in Training Officer Conference Calls with NDMS.
- ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account and records of the training readiness condition of the Corporation.
- ? In general, perform all duties incident to the office of Training Officer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Unit Commander, Board of Directors or the National Disaster Medical System.

SECTION 12. DUTIES OF THE MEMBERSHIP OFFICER

The Membership Officer shall:

- ? Keep at the principal office of the Corporation a membership list containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the

- membership list together with the date on which such membership ceased.
- ? Maintain a personnel file on all members.
 - ? When on deployments, the Membership Officer shall assist the Administrative Section Chief, if such assistance is requested.
 - ? Maintain records of member attendance at team meetings, training events and unit activations.
 - ? Recruit potential members from the general public. Aid potential members in filling out and processing applications for membership.
 - ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account and records of the membership readiness condition of the Corporation.
 - ? Act as the official greeter of guests and visitors to the general meetings and the Board of Directors meetings.

SECTION 13. DUTIES OF THE PUBLIC INFORMATION OFFICER

The Public Information Officer shall:

- ? Plan, direct, control and manage public relations activities for the Corporation during inactive periods, following activation, during deployment, and return to home base.
- ? Assist the Chairperson of the Fund Raising Committee, if such assistance is requested.
- ? Render to the Unit Commander, the President, or the Board of Directors, whenever requested, an account and records of the information readiness condition of the Corporation.
- ? In general perform all duties incident to the Public Information Officer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or the National Disaster Medical System.

SECTION 14. DUTIES OF THE SERGEANT-AT-ARMS

The Sergeant-at-Arms shall:

- ? Assist the Unit Commander or President in conducting Board and General meetings in accordance with the CA-11 Bylaws. He or she shall help the presiding officer to maintain order at all Board of Directors and General Membership Meetings.

- ? Keep copies of the CA-11 Bylaws and Roberts' Rules of Order, or similar rules of order approved by the Board, with him or her at all times during Board and General meetings. He or she shall develop a working knowledge of those documents. He or she shall advise the presiding officer on the application of those documents to the proper conduct of the Board and General meetings. He or she shall offer interpretations of the Bylaws to the Board of Directors.
- ? Be responsible for removing any unauthorized persons from the Board meeting room when the Board of Directors meets in Executive Session.
- ? Assist the Secretary in counting ballots during votes of the membership. He or she shall also serve on the Bylaws Committee.
- ? When the Sergeant-at-Arms is not otherwise needed by the officer presiding at CA-11 Board or General meetings, the Sergeant-at-Arms shall help the Membership Officer greet arrivals to General or Team meetings, if such assistance is requested by the Membership Officer.

SECTION 15. DUTIES OF THE SPONSOR REPRESENTATIVE

The Sponsor Representative(s) may represent the interests of the Team Sponsor(s), to the Corporation. They may sit at Board meetings in an advisory capacity only and will not be voting members of the Board.

SECTION 16. REPORTS

All Officers, Directors and appointed Committee Chairpersons are required to give, at the request of the President or Unit Commander, periodic verbal or written reports of their activities on behalf of the Organization. Verbal reports may be given at the Board or General meetings and written reports may take the form of e-mails or memos to the Board, or may be published through a newsletter. This duty may be delegated to another club member on behalf of the Officer, Director or Chairperson if he/she is unable to meet the requirement.

SECTION 17. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors and approved by

the general membership. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.

ARTICLE 5. COMMITTEES

SECTION 1. STANDING COMMITTEES

The Corporation shall have the following standing committees: a Deployment Committee, a Corporate Committee, a Recruitment/Membership Committee and a Fund Raising Committee. These committees may consist of persons who are not also members of the Board of Directors.

The Deployment Committee shall meet at least once a quarter. It shall consist of the Unit Commander, who will act as its Chairperson, and the Chiefs of the Operations, Plans, Logistics, and Administrative Sections. The Committee Chairperson can ask other team members to participate in Deployment Committee meetings from time-to-time as non-voting members of the Committee. It shall concern itself with preparations for unit deployments, and other tasks assigned to it by the Board of Directors. It shall have all the powers and authority given to it by the Board of Directors and these Bylaws.

The Corporate Committee shall meet at least once a quarter. It shall consist of the President, who will act as its Chairperson, the Vice President, the Secretary, and the Treasurer. The Committee Chairperson can ask other team members to participate in Corporate Committee meetings from time-to-time as non-voting members of the Committee. It shall concern itself with the corporate affairs of the team, and other tasks assigned to it by the Board of Directors. It shall have all the powers and authority given to it by the Board of Directors and these Bylaws.

SECTION 2. AD HOC COMMITTEES

The Corporation shall have the following ad hoc committees: a Bylaws Committee, and an Audit Committee. These committees may consist of persons who are not also members of the Board of Directors. These committees shall have all the powers and authority given to them by the Board of Directors and these Bylaws.

SECTION 3. OTHER COMMITTEES

The Corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and these committees shall act in an advisory capacity to the Board of Directors.

SECTION 4. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws and decisions of the Board of Directors. The requirement for advanced notification of committee meetings is a period of at least 44 hours. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

The Board of Directors shall appoint the members of these Committees where they are not set by these Bylaws. The Membership Officer shall be the Chairperson of the Recruitment/Membership Committee. The President shall appoint the Chairpersons of the Bylaws Committee, the Audit Committee, and the Fundraising Committee. Any member may serve on these committees. These committees shall have all the powers and authority given to them by the Board of Directors and these Bylaws.

ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and the President, or the Unit Commander, or the Vice-President in the President's absence.

No withdrawal from funds shall be made without the approval of the Board of Directors. Expenditures in excess of ten thousand dollars must have the approval of the majority of a voting quorum of the membership.

An exception to the stated expenditure limitations is made in the event that funds need to be released on an immediate basis in response to an emergency involving a Sacramento Regional DMAT callout. In that situation the Board of Directors may release the minimum necessary funds required to respond to the emergency.

Checks for less than \$50 may be signed by only one of the three Directors who are normally authorized to sign checks for CA-11 DMAT. Checks for amounts between \$50 and \$100 may be signed by only one of the authorized signatories upon receipt of e-mail approval for signing such a check from another of the authorized signatories. Checks for over \$100 always require two signatures.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited within 7 business days of receipt of funds to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation and turn over to the Corporation any contribution, gift, bequest, grant, award, or device for the non-profit purposes of this Corporation. No Director or Officer of the Corporation shall accept a personal gift valued in excess of \$20 from any person or corporation doing business with, or seeking to do business with, the Corporation.

ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

(a) Minutes or summaries of all meetings of the Board of Directors, committees of the Board of Directors and all meetings of members, indicating the time and place of holding such meetings, and the names of those present and the proceedings thereof. In addition, records of the notices for all regular and special Board meetings shall be maintained at the principal office.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A record of its members, if any, indicating their names and addresses, e-mail addresses, phone numbers, and, if applicable, the class of membership held by each member and the termination date of any membership, and the reasons for termination of that membership.

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members of the Corporation at all reasonable times during office hours.

SECTION 2. DIRECTORS INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. This provision is subject to the limitations imposed by the NDMS and EMSA concerning the confidentiality of certain personnel, financial, and medical information of the members.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Each and every voting Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

(a) To inspect the record of all Members' names, and voting rights, at reasonable times, upon written demand to the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, and voting rights of those Members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board of Directors or committees of the Board of Directors, upon written demand on the Secretary of the Corporation by the Member, for a purpose reasonably related to such person's interests as a Member. This provision is subject to the limitations imposed by the NDMS and EMSA concerning the confidentiality of certain personnel, financial, and medical information of the members.

Voting Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. This provision is subject to the limitations imposed by the NDMS and EMSA concerning the confidentiality of certain personnel, financial, and medical information of the members.

The Board of Directors shall be notified by the Secretary of all requests by non-Board members of the Corporation or their agents to inspect or copy the records of the Corporation. Nothing in this Section, or any of the other sections of this Article, shall give any member of the Corporation the authority to have access to any records of the Corporation when such access is denied by federal or State law, or NDMS regulations.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts at the expense of the requestor. This provision is subject to the limitations imposed by the NDMS and EMSA concerning the confidentiality of

certain personnel, financial, and medical information of the members.

SECTION 5. PERIODIC REPORT

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8. MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The Corporation shall have three classes of Members: Deployable, Home Team and Associate.

Deployable Members are dues-paying Members (if dues are required) who meet deployment criteria set by the Unit Commander, Board of Directors and the National Disaster Medical System.

Home Team Members are dues-paying Members (if dues are required) who do not meet the deployment criteria set by the Unit Commander, Board of Directors or the National Disaster Medical System but who are accepted by the Board of Directors as members of the Sacramento Regional DMAT team.

Associate Members are non-voting, non-dues-paying Members admitted to the Corporation by the Board of Directors. Such Members are typically representatives of organizations that support the Corporation in some manner and express an interest in attending Corporation meetings and receiving Corporation mailings, but do not otherwise participate in the activities of the Corporation. Associate membership must be renewed annually by the Board of Directors.

No Member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

Any person dedicated to the purposes of the Corporation and of legal age in this state shall be eligible for membership,

subject to approval of their application for membership by the Board of Directors.

SECTION 3. ADMISSION OF MEMBERS

After an applicant for membership has completed a membership application form, the President shall designate a Director or Officer to conduct a brief check of the applicant's employment history and references. The person conducting such a check shall report the results of that check to the President. If the President finds that the check has uncovered information seriously prejudicial to the applicant's chances for approval of his or her membership application, the President may discuss that information with the applicant. If the applicant chooses not to withdraw his or her application, then the Board shall consider that application, along with the results of the check of that applicant's employment history or references, and the applicant's explanation for any negative information contained in the report about the applicant submitted to the President.

Applicants shall be admitted to membership on approval of their application for membership by the Board of Directors and timely payment of dues, if any, as specified by these Bylaws.

If a CA-11 DMAT member's application to join the National Disaster Medical System is rejected by the NDMS, the Unit Commander shall request from the NDMS a detailed explanation for the applicant's rejection. If that explanation for the member's rejection by the NDMS causes the Unit Commander to lose confidence in the ability of the member to contribute to the performance of the Team's mission, then the Unit Commander shall ask the member whose application was rejected by the NDMS to resign from membership in the Team. If the member decides not to resign, then the Unit Commander may ask the Board to take action under these Bylaws to remove that member from the Team.

SECTION 4. DUES

Dues to the Corporation by Deployable and Home Team Members shall be determined by a two-thirds vote of the Board of Directors, payable annually on the first day of January, and delinquent on the last day of January.

When a Deployable or Home Team Member joins the Corporation, he or she must pay the annual dues amount prorated by the number of months until the following first day of January.

Associate Members are exempt from the annual dues requirement.

SECTION 5. MINIMUM PARTICIPATION

Deployable and Home Team members shall participate in the activities of the Corporation to the minimum degree specified by the Board of Directors.

Members shall be required to attend fifty percent 50% of bi-monthly general meetings (three meetings per year) to maintain membership in good standing. Waiver to this requirement can be made only by joint agreement between the Unit Commander and the President. Members must meet the minimum training requirements as established by the Unit commander, the Board of Directors, and NDMS.

The Secretary and Membership Officer shall maintain participation records for the Members of the Corporation.

SECTION 6. NUMBER OF MEMBERS

There is no limit on the number of Members the Corporation may admit.

SECTION 7. MEMBERSHIP LIST

The Corporation shall keep a membership list containing the name, address, telephone numbers, and e-mail address of each Member. Termination of the membership of any Member shall be recorded in the list, together with the date of termination of such membership. Such list shall be kept at the Corporation's principal office and maintained by the Membership Officer.

SECTION 8. NON-LIABILITY OF MEMBERS

A Member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

SECTION 9. NON-TRANSFERABILITY OF MEMBERSHIPS

No Member may transfer a membership or any right arising there from. All rights of membership cease upon the Member's death.

SECTION 10. TERMINATION OR SUSPENSION OF MEMBERSHIP

The membership of a Member shall terminate upon the occurrence of any of the following events:

(a) Upon his or her notice of such termination delivered to the Unit Commander, President or Secretary of the Corporation personally or by mail or e-mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(b) Upon a failure to renew his or her membership by paying dues (if required) on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.

(c) Upon a failure to participate to the minimum degree required of Members the Corporation as determined by the Board of Directors, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of the Corporation.

(d) After providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a good faith determination by a majority of the authorized directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation or has failed in a material and serious degree to observe the rules of conduct of the Corporation or of the NDMS. Any person expelled from the Corporation shall receive a prorated refund of dues already paid for the current dues period.

(e) Notwithstanding anything to the contrary contained in subparagraph (b) above, the Board of Directors may suspend a Member in accordance with the provisions set forth in subparagraph (b) above, rather than terminate such Member and such suspended Member shall not be a Member during the period of suspension.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided.

SECTION 11. MEMBER IN GOOD STANDING

A Member in good standing is a Member who has paid the required dues (if any) in accordance with these Bylaws and who is not suspended or terminated.

SECTION 12. CHANGE OF ADDRESS

Members shall immediately notify the Administrative Chief upon change of address, e-mail address, or mailing address or telephone number.

SECTION 13. CHARTER MEMBERS

Members who adopted through a vote of active qualifying members the original bylaws of the Sacramento Regional DMAT Team Inc on the date set for a vote to adopt shall be known as Charter Members of the Sacramento Regional DMAT Team, Inc.

ARTICLE 9. MEETINGS OF MEMBERS

SECTION 1. REGULAR MEETINGS

General membership meetings shall be held once a month the during the months January, March, May, July, September and November, and during any other month that is decided upon by the Board of Directors, at the principal office of the Corporation or at a time and location agreed upon by a majority of the Board of Directors no later than four (4) weeks prior to the scheduled meeting.

The purpose of these meetings shall be to transact business as may come before the Members present at the meeting and to provide educational opportunities to the membership.

SECTION 2. ELECTION OF DIRECTORS

Members of the Board of Directors shall be elected at the meeting of Members held in the last general membership meeting of the last calendar quarter of each year. Elections shall be held as follows:

(a) During the August and September Team meetings an announcement of upcoming elections shall be made to the general membership. During that time period at least one e-mail shall be sent to the members concerning the upcoming elections. Team members shall nominate qualified candidates for election to the Board of Directors at least 30 days before the date of any election of directors and shall designate the office for which each such candidate is qualified. Such nominations shall be delivered to the Secretary or the President, for submission to

the Board. The Board shall then meet to determine, by a vote of at least 50 percent, which of the candidates for the deployable Board positions meet the minimum position requirements set forth by the NDMS and/or these Bylaws. The Board shall then submit its list of qualified candidates to the Secretary, together with the name of the office for which each candidate is qualified, at least 20 days before the date of the election or such other time as the board may set. Not later than 10 days prior to the election, the Secretary shall deliver to each member by mail or e-mail, with the notice of meeting required by these bylaws, a written ballot with a list of all qualified candidates and the office for which he or she is qualified.

(b) Elections shall be held by written ballot. Each Member in good standing may cast one vote. If a member does not expect to be at the meeting where the election will be held, he or she may mail in his or her ballot to the Secretary as an absentee ballot. Such an absentee ballot will be counted if it is received by the Secretary prior to the start of the meeting at which the election is held. A committee of three to include three of the following officers shall be appointed by the Board to count the ballots: Secretary or Assistant Secretary, Membership Officer, Sergeant-at-Arms, Chaplain (if such a position exists on the Team), and Unit Commander or Chief Deputy Unit Commander. The candidates receiving the most votes for each position to be voted upon shall be elected.

(c) Newly-elected directors shall take office on the first day of the calendar year following the election.

(d) Serving as an Officer or Director for part of a term due to a vacancy shall not constitute a term.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members may be called by the President of the Corporation or by the Unit Commander or by a petition signed by, or e-mails sent by, at least 15 percent of the Members in good standing, for any lawful purpose, at any time starting between 1800 and 2000 on Monday through Friday, or between 0900 and 1900 on Saturday.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place,

day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail or e-mail, by or at the direction of the President, or the Unit Commander or the Secretary, or one of the people calling the meeting under Section 3, above, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid. Personal notification includes notification by telephone, voice mail, e-mail or facsimile machine, provided however, in the case of voice mail, e-mail or facsimile notification, the Member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty four (24) hours of the first transmission.

No business, other than the business that was set forth in the notice of a special meeting, may be transacted at a special meeting.

Whenever any notice of a meeting is required to be given to any Member of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR MEETINGS OF THE MEMBERS

A quorum shall consist of one-quarter (25%) of voting Members in good standing.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Members at any meeting of the Members at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 6. VOTING RIGHTS

Only Deployable and Home Team Members in good standing are entitled to vote. Each member entitled to vote may cast one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by voice vote or show of hands unless a written vote is requested, seconded and voted for by a

majority of members present. Election of Directors, however, shall be by written ballot.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of Members, entitled to vote, present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 8. VALIDITY OF A PROXY

No proxy shall be valid after the expiration of 60 days from the date of the proxy. A validly signed proxy shall continue in force and effect until either:

(a) It is revoked by the Member signing it, before the vote is cast under that proxy (1) by a writing delivered to the Corporation stating that the proxy is revoked or (2) by a subsequent proxy executed by that Member and presented to the meeting or (3) as to any meeting by that Member's personal attendance and voting at the meeting; or

(b) Written notice of the death or incapacity of the Member making the proxy is received by the Corporation before the vote under that proxy is counted. A proxy may not be irrevocable.

SECTION 9. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Corporation distributes a written ballot to each Member entitled to vote on the matter. The ballot shall:

(a) set forth the proposed action;

(b) provide an opportunity to specify approval or disapproval of each proposal;

(c) indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted;

(d) specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 10. CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the Unit Commander, unless he or she requests the President to preside over the meeting. In the absence of the President and Unit Commander, the meeting shall be presided over by the Vice President or, in his or her absence, by the Secretary of the Corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting Members present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

The Officer presiding over a Meeting of the Members shall set the agenda for that General Meeting, with input from the other Board members. Any presiding officer at a General Meeting may temporarily turn over the conduct of that General Meeting to another Officer, and the presiding officer may retake control of the General Meeting from the officer he or she appointed to conduct the meeting at any time.

Meetings shall be governed in a manner consistent with the

Articles of Incorporation, these Bylaws, an abbreviated version of Roberts Rules of Order, or similar rules of order agreed to by the Board, or with provisions of law.

ARTICLE 10. AMENDMENT OF BYLAWS

A Bylaws Committee shall be appointed annually by the Board of Directors and presided over by the President, or, in his or her absence, by the Vice-President to accept suggestions by the Board and general membership and review existing bylaws. The Bylaws Committee shall consist of five to seven members, and shall include at least two non-Board members, one of whom shall be the Sergeant-at-Arms. Both the President and Unit Commander may serve on the Bylaws Committee if they so choose.

The Bylaws Committee will meet at least once to consider proposed changes to the Bylaws. The Committee will be responsible to submit suggested Bylaws changes (if any) in draft form to the Board of Directors for their input prior to the last meeting of the Bylaws Committee in the calendar year. The Bylaws Committee shall then vote on a final set of proposed Bylaws amendments. After approval by the Bylaws Committee, the proposed amendments to the Bylaws shall be presented in ballot format in writing to all voting members at least 10 days prior to the General Meeting at which a vote will be taken to amend or not to amend the Bylaws in the manner set forth by the Bylaws Committee.

Subject to the power of the Members, if any, of this Corporation to adopt, amend or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval by majority vote of the general membership with minimum fifty percent (50%) plus one of members participating in the vote.

The ballots shall be collected from members either by mail or at the General Meeting at which the vote to amend the Bylaws will be taken. Voting results shall be tallied by three members selected by the Board and announced by the Chairperson of the bylaws committee at the same meeting.

Voted Bylaws changes shall take effect as of the first day of the month following the month in which the Bylaws changes were approved.

ARTICLE 11. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, as directors of this Corporation, consent to, and hereby do adopt the foregoing Bylaws, consisting of these 34 pages as the Bylaws of this Corporation. These Bylaws have been approved by a vote of the CA-11 membership on December 19, 2002. They shall take effect on January 1, 2003, and shall remain in effect until amended.

Dated: _____

Signed:

President

Unit Commander

Vice President

Treasurer

Witnessed by:

Name

Title

Address

Date